

STATE OF ARIZONA





Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

AMENDMENT 09/04/4964

consisting of 4 pages, is a true and complete copy of the original of said document on file with this office for:

COLT INDUSTRIES OPERATING CORP. ACC file number: F00101267



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: October 31, 2012.

Executive Director

By:

AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC.

THIS IS TO CERTIFY that at a Special Meeting of the stockholders of COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., a corporation organized and existing under and by virtue of the laws of the State of Arizona, held at the office of COLT INDUSTRIES INC, 1290 Avenue of the Americas, New York, New York, on the 27th day of August, 1964, legal notice of the time, place and purpose of such meeting having been waived by all stockholders, by a vote of all issued and outstanding stock, represented in person or by proxy, a resolution was passed authorizing the amendment of subparagraph 1. of paragraph SECOND of the Agreement of Merger of COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., into A AND B MINING CORPORATION amending the Articles of Incorporation of A AND B MINING CORPORATION and changing its name to COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., to read as follows:

"1. The name of the surviving corporation shall be COLT'S INC".

The Articles of Incorporation of said COLT'S PATENT

FIRE ARMS MANUFACTURING COMPANY, INC., are amended so as to be as above set forth, and the said Articles shall be deemed to be amended accordingly on the filing of this amendment with the Corporation Commission of Arizona.

IN WITNESS WHEREOF, the said COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., has caused this certificate to be executed by its President, and its corporate seal to be affixed and attested by its Assistant Secretary this 27 that are also as a secretary this 27 that

Bul a. Ruh-President

(Corporate Seal)

ATTEST:

Assistant Secretary

STATE OF CONNECTICUT,)
COUNTY OF HARTFORD,)

On the ATA day of August, 1964, before me the undersigned officer, personally appeared Paul A. Benke and Paul G. Gubbins, who acknowledged themselves to be President and Assistant Secretary, respectively, of COLT'S PATENT FIRE ARMS MANUFACTURING COMPANY, INC., a corporation, and that they, as such officers, being authorized to do so, executed the foregoing instrument on behalf of said corporation for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My commission expires

(Notarial Seal)

my Commission Expires 5-1-62

SEP 41984

ALL 159 13 FECRETARY

SEC CO-LACT FECRETARY

SEC CO-LACT FECRETARY

ALL 50883



STATE OF ARIZONA





Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

AMENDMENT 05/28/1964

consisting of 3 pages, is a true and complete copy of the original of said document on file with his office for:

COLT INDUSTRIES OPERATING CORP. ACC file number: F00101267



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: October 31, 2012.

Executive Director

By:



CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

FAIRMORCO CORPORATION

Pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware

We, the undersigned, WILLIAM D. FORD, Vice-President and DONALD E. O'KEEFE, Assistant Secretary of FAIRMORCO COR-PORATION, a Delaware corporation (hereinafter called the Corporation), hereby certify as follows:

1. The Certificate of Incorporation of the Corporation shall be amended by deleting Article FIRST therefrom and by inserting in lieu thereof the following:

"FIRST: The name of the corporation (here-inafter called the Corporation) is FAIRBANKS MORSE INC"

2. Said amendment has been consented to, and authorized by, the sole stockholder of all the issued and outstanding shares of stock of the Corporation by a written consent given in accordance with the provisions of Section

228 of the General Corporation Law of the State of Delaware.

- 3. The capital of the Corporation will not be reduced under or by reason of said amendment.
- 4. The foregoing amendment has been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this certificate has been made under the seal of the Corporation and has been signed by the undersigned, WILLIAM D. FORD and DONALD E. O'KEEFE, the Vice-President and Assistant Secretary, respectively, of the Corporation, this 8th day of May, 1964.

[Fairmorco Corporation Corporate Seal 1964 Delaware] William D. Ford Vice-President

Donald E. O'Keefe

Assistant Secretary

STATE OF NEW YORK,) ss.:

Be it remembered that on this 8th day of May, 1964, personally came before the undersigned, a Notary Public in and for the County and State aforesaid, WILLIAM D. FORD, the Vice-President of Fairmorco Corporation, a Delaware corporation, the corporation described in and on behalf of which was made the foregoing Certificate, to me known and known to me to be such Vice-President and that said WILLIAM D. FORD, as such Vice-President, duly signed said Certificate before me and acknowledged said Certificate to be his act and deed and the act and deed of said corporation, and he further acknowledged to me that the signstures affixed to said Certificate are the genuine signatures of WILLIAM D. FORD, as Vice-President, and DONALD E. O'KEEFE, as Assistant Secretary of said corporation, respectively; that the seal affixed to said Certificate is the corporate seal of said corporation and that said Certificate was sealed, executed, acknowledged and delivered pursuant to due authority from the Board of Directors and from the stockholders of said corporation.

Given under my hand and seal of office the day and year above mentioned.

[Patricia P. Mene Notary Public State of New York] Patricia P. Mene

Notary Public

PATRICIA P. MENE
Notary Public, State of New York
No. 41-2659760
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1966



Office of Secretary of State.

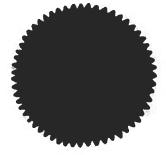
J. Eugene Bunting, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Agreement of Merger of the "COLT'S INC.", a corporation organized and existing under the laws of the State of Arizona, "ELOX INC ", "GEORGE L. DETTERBECK COMPANY", "LIBERTY INDUSTRIAL PARK CORPORATION", "MICKEY THOMPSON ENTERPRISES, INC.", "QUINCY INC", "PRATT & WHITNEY INC ", "MACHIN ERY TRADING INC " and "POTTER & JOHNSTON COMPANY", corporations organized and existing under the laws of the State of Delaware, merging with and into the "FAIRBANKS MORSE INC", a corporation organized and existing under the laws of the State of Delaware, under the name of "COLT INDUSTRIES OPERATING CORP.", as received and filed in this office the twenty-ninth day of September, A.D. 1971, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be

governed by the laws of the State of Delaware.

In	Testimony	M hereof.	I have hered	ınlo set my	hand
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R H Elbell

CONSENT TO USE OF HAME

F10126

To the Arizona Corporation Cormission Phoenix, Arizona

that we are respectively the Vice President and Secretary of COLT INDUSTRIES INC., a corporation organized and existing under and by virtue of the laws of the State of Nevada and duly licensed to do business in the State of Erizona that at a meeting of the board of directors held on the 4th day of October, 1971, the following resolutions were adopted.

RESCUVED, that COLT INDUSTRIES INC. hereby consents to the change of name of FAIRBANKS MORSE INC. to COLT INDUSTRIES OPERATING CORP. in the State of Arizona.

FURTHER RESOLVED that the Vice President and the Secretary be and are hereby directed to execute a certificate under the corporate seal of this corporation setting forth the consent of this corporation as given in the foregoing resolution and file the same with the Arizona Corporation Commission.

IN WITNESS WHEREOF, we have set our hands and affixed the seal of the corporation as authorized in said resolution this 4th day of October, 1971.

COLT INDUSTRIES INC.

yice President

(CORPORATE SEAL)

Secretary

STATE OF NEW YORK ss: COUNTY OF NEW YORK

Before me Sine Shacian, a Notary Public in and for said County and State on this day personally appeared JOSEPH A. BARBERA, and E. A. MOLL known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes therein expressed.

GIVEN under my hand and seal of office this 4th day of October, A.D. 1971.

(SEAL,

My commission expires: Narsh 30, 1072

Colt Industries

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Cott industries inc 430 Park Avenue New York, New York 10022 212/980-3500

October 19, 1971

Arizona Corporation Commission Phoenix, Arizona 85007

In re: Colt Industries Operating Corp Merger

Gentlemen:

Please he advised that the Articles of Merger between Colt Industries Operating Corp and Bayway Terminal Corporation, Holley Inc. Carburetor, Carolox Company, Technik Incorporated, Mickey Thompson Speed & Custom, Inc., Fastcut Tool Company, H. & H. Wilson, Inc., Machinery Trading Corporation of California, Haber Industries, Inc., Bowling Green Manufacturing Company, Paris Manufacturing Company and Holcarb Publications, Inc. make no change whatspever in the Articles of Incorporation of Colt Industries Operating Corp and therefore do not in any way amend said articles of incorporation.

Very truly yours,

PLAN AND AGREEMENT OF MERGER dated as of October 20, 1971, by and among COLT INDUSTRIES OPERATING CORP, a Delaware corporation ("CIOC"), BAYWAY TERMINAL CORPORA-TION, a New Jersey corporation ("Bayway"), HOLLEY INC. CARBURETOR, a Michigan corporation ("Holley"), CAROLOX COMPANY, a North Carolina corporation ("Carolox"), TECHNIK INCORPORATED, a New York corporation ("Technik"), MICKEY THOMPSON SPEED & CUSTOM, 200 INC., a California corporation ("Thompson"), F. TOUT TOOL COMPANY, a Michigan corporation ("Fastcut"), H. & H. WILSON, INC., a California corporation ("Wilson"), MACHINERY TRADING CORPORATION OF CALIFORNIA, a California corporation ("MTC"), HABER > INDUSTRIES, INC., a Michigan corporation ("Haber"), BOWLING GREEN MANUFACTURING 20 COMPANY, a Kentucky corporation ("Bowling"), PARIS MANUFACTURING COMPAN Tennessee corporation ("Paris"), and HOLCARB PUBLICA-TIONS, INC., a Michigan corporation ("Holcarb").

The Board of Directors of each of CIOC, Bayway, Holley, Carolox, Technik, Thompson, Fasteut, Wilson, MTC,

Haber, Bowling, Paris and Holcarb (the "Constituent Corporations") has deemed it advisable for the benefit of that corporation and for the benefit of its stockholder that Bayway, Holley, Carolox, Technik, Thompson, Fastcut, Wilson, MTC, Haber, Bowling, Paris and Holcarb (the "Merging Corporations") be merged into CIOC (the "Surviving Corporation") on the terms and conditions herein set forth and has approved this Plan and Agreement of Merger (the "Agreement").

and validly existing as corporations under the laws of the states indicated below, having been incorporated on the dates and under the names indicated below, and having on the date hereof authorized capital stock consisting of the number of shares of Common Stock with the par values indicated below of which the number of shares indicated below are issued and outstanding and entitled to one vote per share:

Corporation	State and Date of Incorporation	Name under which Incorporated	Authorized Capital Stock (Consisting of (Common Stock)	Par <u>Value</u>	Shares of Common Stock Issued and Outstanding
CIOC	Delaware Apr. 28, 1964	Fairmorco Corporation	10,000	\$1	1,000
Bayway	New Jersey Dec. 17, 1954	Bayway Terminal Corporation	200	No Par	200
Holley	Michigan Dec. 11, 1917	Holley Kerosene Carburetor Company	250,000	\$ 4	218,215
Carolox	North Carolina May 9, 1961	Carolox Company	100,000	\$1	50,000
Technik	New York Jan. 7, 1959	Technik Incorporated	200	No Par	100
Thompson	California Apr. 30, 1968	Mickey Thompson Speed & Custom, Inc.		\$1	8,771
Fastcut	Michigan Aug. 8, 1955	Fastcut Tool Company	50,000	\$1	ភ្,044
Wilson	California Jan. 2, 1961	Orientronics	25,000	21	12,750
MTC	California Jun. 26, 1961	Larkin Machinery Company	2,000	\$100	300
Haber	Michigan	Weber	15,000	\$10	5,486
	Oct. 28, 1964	Precision, Inc.	••		
Bowling	Kentucky Jan. 9, 1951	Bowling Green Manufacturing Company	3,000	\$100	1,000
Paris	Tennessee Dec. 20, 1948	Paria Manufacturing Company	2,000	\$100	1,000
Holéarb	Michigan Jan. 4, 1935	Chandler-Grove Company	s 100	\$10	100

CIOC was qualified to do business in the following jurisdictions on the dates indicated: Michigan--May 14, 1964, New York--May 8, 1964, California--May 8, 1964, Tennessee--May 11, 1964, Kentucky--May 11, 1964, North Carolina--May 12, 1964, New Jersey--May 8, 1964.

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements herein contained and for the purpose of describing the terms and conditions of the merger of the Merging Corporations into the Surviving Corporation (the "Merger"), the method or mode of carrying the same into effect, the manner and basis of causing the shares of the Merging Corporations to constitute shares of the Surviving Corporation or of converting or exchanging the shares of the Merging Corporations into or for shares, bonds, obligations or other securities of the Surviving Corporation and such other details and provisions as are deemed necessary and desirable, the parties hereto have agreed, and do hereby agree, subject to the terms and conditions herein set forth, as follows:

ARTICLE I

1.01. The Merger. The "Effective Date of the Merger" shall be the later of (1) 12:00 midnight on October 31, 1971, or (11) the date on which (a) this Agreement

shall have been filed pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, Section 450.52 of the General Corporation Act of the State of Michigan, Section 4119 of the General Corporation Law of the State of California, and Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky, (b) certificates of merger shall have been filed pursuant to Section 14A:10-7 of the Business Corporation Act of the State of New Jersey and Section 907 of the Business Corporation Law of the State of New York, and (c) articles of merger shall have been filed pursuant to Section 48-10.03 of the General Corporation Law of the State of Tennessee and Section 55-109 of the Business Corporation Act of the State of North Carolina. At the Effective Time of the Merger, the Merging Corporations shall be merged into the Surviving Corporation; the separate existence of the Merging Corporations shall cease; and the Surviving Corporation shall continue to exist under the name "Colt Industries Operating Corp" by virtue of and shall be governed by the laws of the State of Delaware.

- 1.02. Stockholder Action. This Agreement shall be submitted to the sole stockholder of each of the Constituent Corporations for adoption or approval by it.
 - 1.03. Effect of Merger. At the Effective Time

- (a) The Surviving Corporation shall possess all the rights, privileges, powers, immunities, purposes and franchises, as well of a public as of a private nature, and shall be subject to all the duties, liabilities, restrictions and disabilities of each of the Merging Corporations.
- (b) All and singular, the rights, privileges, immunities, powers and franchises, as well of a public as of a private nature, of each of the Merging Corporations; all real, personal or mixed property, tangible or intangible, and all assets of each of the Merging Corporations; all debts due on whatever account to each of the Merging Corporations, including subscriptions for shares and all other choses in action; and all and every other interest, of or belonging to any of the Merging Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.
- (c) All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Merging Corporations, and the title to any real estate,

shareholder, director or officer thereof may be enforced, prosecuted, settled or compromised as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place and any judgment rendered against any of the Merging Corporations may be enforced against

- (e) At any time or from time to time after the the Surviving Corporation. Effective Time of the Merger, as the Surviving Corporation shall deem necessary, the last acting officers or any of them of the respective Merging Corporations shall, in the name of the respective Merging Corporations, execute and deliver all such proper deeds, assignments, confirmations, assurances and other instruments and do all other things as the Surviving Corporation may deem necessary, proper or desirable in order to (i) vest, perfect, confirm or ratify the Surviving Corporation's title to and possession of all property, assets, rights, privileges, powers, franchises, and immunities, (ii) to evidence the fact that the separate existence of the respective Merging Corporations has ceased and (111) to otherwise carry out the purposes of this Agreement.
 - (f) In furtherance of the foregoing, all corporate acts, plans, policies, approvals and authorizations of

the stockholder, Board of Directors, committees elected or appointed by the Board of Directors, officers or agents of the respective Merging Corporations which were valid and effective immediately prior to the Effective Time of the Merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as the same were with respect to the respective Merging Corporations. The employees and agents of the respective Merging Corporations shall become the employees and agents of the Surviving Corporation and shall continue to be entitled to the same rights and benefits, and subject to the same limitations, qualifications, rights of amendment, termination, reassignment or changes in assignment, reserved to the respective Merging Corporations, which they enjoyed and were subject to as employees and agents of the respective Merging Corporations.

All the above shall be effected as provided by the laws of Delaware, Michigan, New York, California, North Carolina, New Jersey, Tennessee, and Kentucky.

ARTICLE II

tions. At the Effective Time of the Merger, the issued and then outstanding shares of Common Stock of each of the Merging Corporations shall not be converted or exchanged but shall be surrendered and canceled, and shares of the Surviving Corporation shall not be issued in exchange therefor; and the shares of the Surviving Corporation shall not be changed.

ARTICLE III

- 3.01. Certificate of Incorporation of Surviving
 Corporation. At the Effective Time of the Merger, the Certificate of Incorporation of CIOC in effect immediately prior to the Effective Time of the Merger shall become and continue to be the Certificate of Incorporation of the Surviving
 Corporation.
- 3.02. By-laws of Surviving Corporation. At the Effective Time of the Merger, the By-laws of CIOC as in effect immediately prior to the Effective Time of the Merger shall become and continue to be the By-laws of the Surviving Corporation.
- 3.03. Board of Directors of Surviving Corporation.

 At the Effective Time of the Merger, the persons constituting the Board of Directors of CIOC immediately prior to the

effective Time of the Merger shall continue to be the directors of the Surviving Corporation and shall hold office until the annual meeting of stockholders of the Surviving Corporation next following the Effective Time of the Merger and until their successors shall have been elected and shall have qualified. If at the Effective Time of the Merger a vacancy shall exist on the Board of Directors, such vacancy may be filled in the manner provided by the By-laws of the Surviving Corporation as in effect at and after such time.

3.04. Officers of the Surviving Corporation. At the Effective Time of the Merger, the officers of CIOC in office immediately prior to the Effective Time of the Merger shall become and continue to be the officers of the Surviving Corporation, each to hold office in accordance with the Bylaws of the Surviving Corporation as in effect at and after the Effective Time of the Merger.

ARTICLE IV

4.01. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Agreement to produce or account for more than one such counterpart.

IN WITNESS WHEREOF, the President or Vice President and a majority of the Board of Directors of each of the

Constituent Corporations have executed and entered into this Agreement pursuant to Section 251(b) of the General Corporation Law of the State of Delaware, Section 450.52 of the General Corporation Act of the State of Michigan, Section 271.470 of the General Corporation Law of the Commonwealth of Kentucky and Section 4118 of the General Corporation Law of the State of California and the Secretary or Assistant Secretary of each of the Constituent Corporations has attested the seal of each such Constituent Corporation impressed nereon.

COLT INDUSTRIES OPERATING CORP,

President

A majority of the Board of Directors

CORPORATE SEAL

[Seal]

Attest:

BAYWAY TERMINAL CORPORATION,

President and Director

Director

CORPORATE SEAL

[Seal]

Attest:

A majority of the Board of Directors

1

HOLLEY INC. CARBURETOR,

President and Director

Director

On de Ectel

A majority of the Board of Directors

GORPORATE Sant

[Seal]

Attest:

Secretary Secretary

CAROLOX COMPANY,

Director

A majority of the Board of Directors

CORPORATE SEAL

[Seal]

Attest:

Secretary (

TECHNIK INCORPORATED,

President and precident

Director

A majority of the Board of Directors

CORPORATE SEAL

[Seal]

Attest:

Constanting Secretary

MICKEY THOMPSON SPEED & CUSTOM, INC.,

A majority of the Board of Directors

CORPORATE SMALL

[Seal]

Attest:

FASTCUT TOOL COMPANY,

A majority of the Board of Directors

SORPORATE SEAL

[Seal]

Attest:

H. & H. WILSON, INC.,

President and pirectof

Director

CORPORATE SEAL

[Seal]

Attest:

Della Cokete

A majority of the Board of Directors

MACHINERY TRADING CORPORATION OF CALIFORNIA,

President and Director

Director

Director Director

A majority of the Board of Directors

CORPORATE SEAL

[Seal]

Attest:

male !!

Secretary

HABER INDUSTRIES, INC.,

A majority of the Board of Directors

CORPORATE SEAL

[Seal]

Attest:

BOWLING GREEN MANUFACTURING COMPANY,

A majority of the Board of Directors

CORPORATE SMAL

[Seal]

Attest:

PARIS MANUFACTURING COMPANY,

Uy.

President and director

Director

CORPORATE SEAL

[Seal]

Attest:

A majority of the Board of Directors

ere

HOLCARB PUBLICATIONS, INC.,

President and pirector

Directon

A majority of the Board of Directors

CORPORATE SEAL

[Seal]

Attest:

Secretary to the



STATE OF ARIZONA





Office of the CORPORATION COMMISSION

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

MERGER 09/29/1971

consisting of 20 pages, is a true and complete copy of the original of said document on file with this office for:

COLT INDUSTRIES OPERATING CORP. ACC file number: F00101267



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: October 31, 2012.

Executive Direct

By:



COLT'S PATENT FIE ARMS MANUFACTURING COMPANY, INC. (no record) merged into A AND B MINING CORPORATION 44947 8-31-59

I HEREBY CERTIFY that I am the Secretary of QUINCY INC, a Delaware corporation, and DO FURTHER CERTIFY as follows:

- 1. The foregoing Agreement of Merger (herein called the "Agreement") between QUINCY INC and the other parties named therein was approved by resolution adopted by the Board of Directors of QUINCY INC and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.
- 2. The Agreement thereafter was adopted by the sole holder of all the capital stock of QUINCY INC pursuant to a Consent of Stockholder In Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of QUINCY INC this 28th day of September 1971.

Secretary!

I HEREBY CERTIFY that I am the Secretary of PRATT & WHITNEY INC, a Delaware corporation, and DO FURTHER CERTIFY as follows:

- l. The foregoing Agreement of Merger (herein called the "Agreement") between PRATT & WHITNEY INC and the other parties named therein was approved by resolution adopted by the Board of Directors of PRATT & WHITNEY INC and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.
- 2. The Agreement thereafter was adopted by the sole holder of all the capital stock of PRATT & WHITNEY INC pursuant to a Consent of Stockholder in Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of PRATT & WHITNEY INC this 28th day of September 1971.

Made Co Kife

I HEREBY CERTIFY that I am the Secretary of MACHINERY TRADING INC, a Delaware corporation, and DO FURTHER CERTIFY as follows:

- the "Agreement") between MACHINERY TRADING INC and the other parties named therein was approved by resolution adopted by the Board of Directors of MACHINERY TRADING INC and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.
- 2. The Agreement thereafter was adopted by the sole holder of all the capital stock of MACHINERY TRADING INC pursuant to a Consent of Stockholder In Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of MACHINERY TRADING INC this 28th day of September 1971.

Secretary Secretary

I HEREBY CERTIFY that I am the Secretary of POTTER & JOHNSTON COMPANY, a Delaware corporation, and DO FURTHER CERTIFY as follows:

- 1. The foregoing Agreement of Merger (herein called the "Agreement") between POTTER & JOHNSTON COMPANY and the other parties named therein was approved by resolution adopted by the Board of Directors of POTTER & JOHNSTON COMPANY and thereafter was executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona.
 - 2. The Agreement thereafter was adopted by the sole holder of all the capital stock of POTTER & JOHNSTON COMPANY pursuant to a Consent of Stockholder In Lieu of Meeting given in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I do sign my name as Secretary of POTTER & JOHNSTON COMPANY this 28th day of September 1971.

Secretary Secretary

The foregoing Agreement of Merger, having been approved by resolutions adopted by the respective Boards of Directors of the Constituent Corporations, having thereafter been executed by the respective Constituent Corporations in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-342 of the General Corporation Law of the State of Arizona, having thereafter been adopted by the sole stockholder of each of the respective Constituent Corporations, and such facts having been certified thereon by the Secretary of each of the Constituent Corporations under the seal thereof, all in accordance with the laws of the State of Delaware and the State of Arizona, is hereby again executed in accordance with Section 103 of the General Corporation Law of the State of Delaware and Section 10-344 of the General Corporation Law of the State of Arizona this 28th day of September 1971. FAIRBANKS MORSE INC,

[Seal]

Attest:

Secretary

COLT'S INC. [Seal] Attest: Secretary Secretary Wall tokete ELOX INC. by Jour Campbelly [Seal] Dorzel & O Kinge Attest: Secretary GEORGE L. DETTERBECK COMPANY, by well offent [Seal] Secretary Serfe Attest: Secretary (LIBERTY INDUSTRIAL PARK CORPORATIO by in all Spans [Seal] Chald & O. Kife
Secretary Attest: Lord & C. Saf

	MICKEY THOMPSON ENTERPRISES, INC.,
[Seal]	by well of President
Attest:	Donald & Okefe
Dill Ecture Secretary	Secretary
-	PRATT & WHITNEY INC,
_	by and Strif
[Seal]	President
Attest:	Wall EOKule
Secretary Refe	Secretary (
	QUINCY INC.
[Seal]	by Stank President
Attest:	Doll Cotule

[Seal]

Attest:

MACHINERY TRADING INC,

POTTER & JOHNSTON COMPANY,

[Seal]

Attest:

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, President and Secretary, respectively, of COLT'S INC, a corporation of the State of Arizona, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

VERONICA MCCARTAN
NOTARY PUBLIC. State of New York
No. 31-77942:25
Qualified in New York County
Commission Expires March 30, 1978

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, President and Secretary of ELOX INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

Motary Public

[Seal]

VERONICA MCCARTAN NOTARY PUBLIC. State of New York NOT 21-279-275 Deathles in New York County Commission Express March 20, 1972

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me WILLIAM D. FORD, and DONALD E. O'KEEFE , President and Secretary of GEORGE L. DETTERBECK COMPANY, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

VERONICA MCCARTAN NOTARY PUBLIC. State of New York No. 31-7794225 Qualified in New York County Commission Expires March 30, 1972

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me WILLIAM D. FORD, and DONALD E. O'KEEFE , President and Secretary of LIBERTY INDUSTRIAL PARK CORPORATION, a corporation of the State of Delaware, and one of the corporations party to the foregoing Delaware, and one of the corporations party to be such, and Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public

CERONICA MCCARTAN COTAR: POBLIC State of New York No. 31-7794225

No. 31-7794225 Quanted in New York County Commission Expues March 30, 1972

[Seal]

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me WILLIAM D. FORD, and DONALD E. O'KEEFE, President and Secretary of MICKEY TROMPSON ENTERPRISES, INC., a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public

VERONICA MCCARTAN ROTARY PUBLIC, State of New York No. 31-7794225

Qualified in New York County Commission Expires March 30, 1972

[Seal]

STATE OF NEW YORK,)
COUNTY OF NEW YORK,)

1971, personally came before me WILLIAM D. FORD, and
DUNALD E. O'KEEFE, President and Secretary of PRATT &
WHITNLY INC, a corporation of the State of Delaware, and
one of the corporations party to the foregoing Agreement
of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of
said corporation; that the facts stated therein are true;
that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his
own proper handwriting; and that the seal affixed is the
common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public

[Seal]

VERGNICA MCCARTAN COLORS - 15112 State of New York

21 : 31 :77)4:225 22 : 32 : 40 : 179; Tale 9 22 : 40 : 1972

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE, President and Secretary of QUINCY INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public

[Seal]

VERONICA McCARTAN ROTARY PUBLIC, State of New York No. 31-7794225 Qualified in New York County Commission Expires March 30, 1972 STATE OF NEW YORK, COUNTY OF NEW YORK.

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE , President and Secretary of MACHINERY TRADING INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

VERONICA MCCARTAN USTARY PUBLIC, State of New York

No. 31-7794225 Musiciant in New York County minusion E-, act March 30, 1972

BE IT REMEMBERED that on this 28th day of September 1971, personally came before me FRANK J. EVANGELIST, JR., and DONALD E. O'KEEFE , President and Secretary of FAIRLANKS MORSE INC, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

[Seal]

VERONICA MCCARTAN NOTARY PUBLIC. State of New York No. 31-7794225 Qualified in New York County Commission Expires March 30, 1972

Notary Pub.

STATE OF NEW YORK, 88.: COUNTY OF NEW YORK,

BE IT REMEMBERED that on this 28th day of September WILLIAM D. FORD, and 1971, personally came before me , President and Secretary of POTTER & JOHNSTON DONALD E. O'KEEFE COMPANY, a corporation of the State of Delaware, and one of the corporations party to the foregoing Agreement of Merger, known to me personally to be such, and acknowledged said Agreement of Merger to be the act and deed of said corporation; that the facts stated therein are true; that the signature of the President is his own proper handwriting; and that the signature of the Secretary is his own proper handwriting; and that the seal affixed is the common or corporate seal of said corporation.

GIVEN under my hand and seal of office the day and year aforesaid.

VERONICA MCCARTAN

[Seal]

NOTARY PUBLIC. State of New York No. 31-7794225 Qualified in New York County monosion Expires March 30, 1972

Affidavit of Publication

STATE OF ARIZONA } as.

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF UNCORPORATION OF PARENCIAL OF COLUMN ATOM PARENCIAL OF COLUMN AND OF the Company Corporation Law of the
Purposet to Sections Mr and 125 of the General Corporation Law of the
State of Polaware
Fort, Vice-President and Donald E.
moroo Corporation, a Delaware corpor-
tion), hereby certify as follows:
the Corporation shall be amended by
by inserting in their thereof the fol-
"First The name of the corporation
(hereinatier called the Corporation)
2. Said amendment has been con-
stockholder of all the issued and out-
ation by a written consent given in ac-
tion 228 of the General Corporation
2. The capital of the Corporation will
usid superspinent
been duly adopted in accordance with
of the General Corporation Law of the
Sinte of Delewere. In Witness Wassenf, this cortificate
has been made under the seal of the
undersigned, Willia h D Furd and
and Assignant Sourctory respectively
May 1884 (Fairmoreo Corporation Corporate
WILLIAM D. PORD
Amidant Secretary
COUNTY OF HEW YORK }
He it remembered that on this Rh day of May, 1864, personnelly came be-
fore the understand a Wotary Public
sale WILLIAM D. PORD, the Vice-
Delgware perpendien, the corpora-
which was made the Europeing Cortic-
is be such Yes-Cristiant and that and
duly signed said Cortificate before me
be his not and dond and the act and
ther acknowledged to me that the sig-
natures afficied to said Certificate are the genuine signetures of William D.
Tord as Vice-President and Donald
and opposition respectively; that the
corporate and of said corporation and
Indiana de la companya del companya de la companya del companya de la companya de
su according and delivered pur- suent to due authority from the Board of Directors and from the stockholders
of said perpension.
office the day and year above months.
Patricip P. Money Motory Public
PATRICIA S ACCESS
Potricia P Mana Manary Bullet
Qualified in Occarr, No. 41-femores.
cate Filed in New York County Com-
The second secon

HERB NELSON being duly sworn deposes and says: I am the Editor of
ARIZONA LEGISLATIVE REVIEW a weekly newspaper of general circulation published at Phoenix, Maricopa County, Arizona, that the
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF FAIRMORCO CORPORATION
(FAIRBANKS MORSE INC.)
copy of which is attached hereto, was published in said news-

weeks, with publication dates as follows:

Subscribed and sworn to before me this_

My Commission expires My Commission Expires January 11, 1966

June 24, July 1,8,15,22,29, 1964.

ARIZONA CO lista WL 291964

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

ANNUAL REPORT	for fiscal year ending Do	ecember 31	19 64	
NAME OF CORPOR	ATION FAIRBANKS	MORSE INC		
ADDRESS 1.290	Avenue of the Americ	cas, New York,	New York 10019	
OFFICERS	NAME		STREET	CITY- STATE
resident				
ice-Pres.		See Schedule	Attached.	
ecretary				
reasurer				
· · · · · · · · · · · · · · · · · · ·	BOARD OF D	IRECTORS (If mo	re than five attach separate sheet)	
		The second secon		
		See Schedule	Attached -	
		_DOG_DOMBALE_		

		FINANCIAL	RTATEMENT	
	ASSETS	FEITHERCEALS	LIABIL	ITIES
Current Assets:			Current Liabilities:	
Cash on Hand	8	•	Notes Payable	ŧ
Demand Deposit	la \$. \$	Accta. Payable (trade)	*
Inventories () \$. \$	Accrued Liabilities	\$
	busin t-> t		Taxes and interest	\$
Accts. Rec. (trad	•		Other Current Liabilities:	\$
Notes Rec. (srad Other current as	•	-	Dividends declared	\$
Other current as	eu.		Instalments due (in 1 yr.)	8
		•	Due Officers and Directors	£
	•			<u> </u>
Fixed Assets			Long Term Debts.	8
ntangible Assets:		—	Reserves:	
Goodwill		Can Cahadu	le Attached	•
Goodwill		g Dee Donedo	TE AUGARITATION	•
				\$ \$
Other Assets:				
Marketable Secu	wities 5		Other Lisbilities:	
Due from Office		'		\$
directors	2			\$
41100001				·
Deferred Charges:	· · · · · · · · · · · · · · · · · · ·		Capital and Surplus:	
Prepaid expense	s &		Shares Outstanding (Sched. 3)) \$
Organization ex			Surplus (Sched. 4)	8
	\$			\$
	TOTAL	L \$		TOTAL 8
	SCHEDULE 3. CAPITAL		SCHEDULE 4	, SUMPLUS,
1,000 C	Cinss		Paid in Surplus / 💮 💮	1 Co. 1 &
1,000 0	ommon Shares Outstandin	1,000.00	Revaluation of assets	30 693 05
	Shares Outstandin	ng \$	Other capital surplus	30,681,96
	Shares Outstandin		Earned surplus (or definit)	20 691 06
***		1,1,000.00	V.	TOTAL \$ 30.681.96
STATE OF Ne	w York]	Vheese	and the same
COUNTY OF	New York	786.	611	Same of a
	77	,	Dohowt P Uh44	halam Asstatant Musas
We Dana W.	Hayward Assi	stant Secretar	Y Manufact and Robert E. White	teley Assistant Treas.
SECTLERY, Of the above	e-named corporation, do solem ave caused same to be prepare	inly swear that the Ideal and delivered to the	regoing is a true, complete and correct le Arizona Corporation Compaission.	statement to the best of our knowl
	237 - 68 - 5344	Marchaller 65.	CHE Der land	Asst. Secrets
Subscribed and sworn	to before me this day of	Drawy Public, State of H		Asst. Treasur
My commission expire	PB			Cern Stoken
NOTARY SEAL	Tilled Jak 130	Qualified in Quasas Co	eunty	
	1 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3			CORPORATE SEAL
IF POSSIB	LE, PLEASE USE TYPEWRIT	TER TO FILL REP	ORT. MAKE CHECKS PAYABLE AND	SEND REPORT TO
	ARIZONA CORPORAT	ion commission,	CAPITOL ANNEX, PHOENIX, ARIZ	ONA FEE \$25.00
			DO NOT FILL IN THIS BOX	1-6 -65
Filed in the office of	of the Arizona Corporation Con			19
At request of	Ar-10		whose address is	mil the
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Nt 6507	1-7	.t-1	0126	16 - 100
一十十一 1001	•	~	*	, ,



FAIRBANKS MORSE INC (Formerly Known As FAIRMORCO CORPORATION) OFFICERS AND DIRECTORS

Richard II. Griebel William D. Ford

David I. Margolis James T. Devandy Donald E. O'Keefe William S. Schwab Dana W. Hayward

Robert E. Whiteley

James T. Devaney William D. Ford Richard H. Griebel President
Vice President and
Secretary
Treasurer
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Secretary and
Assistant Treasurer

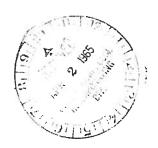
Director Director Director 1290 Avenue of the Ameri

1290 Avenue of the Ameri 1290 Avenue of the Ameri 1290 Avenue of the Ameri 1290 Avenue of the Ameri One North LaSalle Street

1290 Avenue of the Americ

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FAIRBANKS MORSE INC (Formerly Known As FAIRMORCO CORPORATION)

OFFICERS AND DIRECTORS

President
Vice President and
Secretary
Treasurer
vistant Secretary
sistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Secretary and
Assistant Treasurer

Director Director Director 1290 Avenue of the Americas, New York 19, New York

1290 Avenue of the Americas, New York 19, New York 1290 Avenue of the Americas, New York 19, New York 1290 Avenue of the Americas, New York 19, New York 1290 Avenue of the Americas, New York 19, New York One North LaSalle Street, Chicago 2, Illinois

1290 Avenue of the Americas, New York 19, New York 1290 Avenue of the Americas, New York 19, New York

1290 Avenue of the Americas, New York 19, New York 1290 Avenue of the Americas, New York 19, New York 1290 Avenue of the Americas, New York 19, New York

FAIRBANKS MORSE INC BALANCE SHEET AS AC 1 MEER 31, 1964

Assets

Cash Notes and accounts receivable (net) Inventories Investments Buildings & other depreciable property (net) Land Other assets	\$ 839,505 18,969,896 26,907,-32 7,680,463 18,227,276 510,985
	589,125 \$73,724,682

Liabilities and Capital

Accounts payable Notes payable & current maturities of long-term debt Accrued expenses Reserved for plant consolidation, rehabilitation, etc. Debental bonds payable Capital Stock: Common	\$14,030,486 3,902,334 5,422,387 1,319,879 17,723,000
Capital surplus Earned surplus	1,000 30,681,961 643,635
	573 724 602



FAIRBANKS MOREF & CO . 1790 AVENUE OF THE AMERICAS NEW YORK 18 N Y . 2 12 PLAZA 7-6400

EXECUTIVE OFFICES



AIR MAIL

Arizona Corporation Commission Capitol Annex Phoenix, Arizona

Gentlemen:

In reply to your letter of October 12, 1964, please be advised that the fiscal period adopted by Fairbanks Morse Inc is the Calendar Year ended December 31st.

1-10186

Very truly yours,

(-11-64)

Elliot Seidman Tax Department

ES: PPM

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

PILING FEE \$25.00

Cash on Hand Demand Deposits Inventories (an five attach separate sheet) ITEMENT LIABILITIES Prent Liabilities: Notes Payable Accts. Payable (trade) Accrued Liabilities Taxes and interest Ser Current Liabilities: Dividends declared Instalments due (in 1 yr.) Due Officers and Directors Term Debts. Erves: Liabilities: Shares Outstanding (Sched. 3)	
President Vice-Pres Secretary Pressurer BOARD OF DIRECTORS (If more to the secretary to th	an five attach separate sheet) TEMENT LIABILITIES rrent Liabilities: Notes Payable Accts. Payable (trade) Accrued Liabilities Taxes and interest ser Current Liabilities: Dividends declared Instalments due (in 1 yr.) Due Officers and Directors g Term Debts. erves: \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	CITY- STATE
Becretary Pressurer BOARD OF DIRECTORS (If more to see List Attached. Can bornand Deposits Inventories See List Attached. See List Attached. Can bornand Deposits Inventories See List Attached. Can bornand Deposits Inventories See List Attached. Can bornand Deposits Inventories See List Attached. Can bornand Deposits Inventorial See List Attached. Can bornand Deposits Inventories See List Attached. Can bornand Deposits Inventorial See List	an five attach separate sheet) TEMENT LIABILITIES rrent Liabilities: Notes Payable Accts. Payable (trade) Accrued Liabilities Taxes and interest ser Current Liabilities: Dividends declared Instalments due (in 1 yr.) Due Officers and Directors g Term Debts. erves: \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	
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tangible Assets: Goodwill See Schedule Attached Other Assets: Marketable Securities Due from Officers and directors Ferred Charges: Prepaid expenses Organization expenses TOTAL \$ SCHEDULE 3. CAPITAL No. Class 1,000 Common Shares Outstanding \$ 1,000.00 Paid Shares Outstanding \$ 2000.00 Other Shares Outstanding \$ 1,000.00 Other Shares Outstanding \$ 2000.00 Othe	erves: \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	
Goodwill See Schedule Attached Officers and directors Ferred Charges: Prepaid expenses Organization expenses SCHEDULE 3. CAPITAL No. Class 1,000 Common Shares Outstanding \$ 1,000.00 Shares Outstanding \$ 5 Shares Outstanding \$ 70TAL \$ 1,000.00 Sha	r Liabilities:	
Marketable Securities Due from Officers and directors See Schedule Attached Officers Due from Officers and directors Ferred Charges: Prepaid expenses Organization expenses SCHEDULE 3. CAPITAL No. Class 1,000 Common Shares Outstanding \$ 1,000,00 Other Shares Outstanding \$ 70TAL \$ 2,000,00 Other Shares Outstanding \$ 70TAL \$ 1,000,00 Other Shares Outstanding \$ 70TAL	tal and Surplus: Sharee Outstanding (Sched. 3)	
Marketable Securities Due from Officers and directors See Schedule Attached Officers and directors Ferred Charges: Prepaid expenses Organization expenses SCHEDULE 3. CAPITAL No. Class 1,000 Common Shares Outstanding \$ 1,000,00 Other Shares Outstanding \$ 70TAL \$ 2,000,00 Other Shares Outstanding \$ 70TAL \$ 1,000,00 Other Sha	tal and Surplus: Sharee Outstanding (Sched. 3)	
Marketable Securities Due from Officers and directors See Schedule Attached Officers Due from Officers and directors Ferred Charges: Prepaid expenses Organization expenses SCHEDULE 3. CAPITAL No. Class 1,000 Common Shares Outstanding \$ 1,000,00 Other Shares Outstanding \$ 70TAL \$ 2,000,00 Other Shares Outstanding \$ 70TAL \$ 1,000,00 Other Shares Outstanding \$ 70TAL	tal and Surplus: Sharee Outstanding (Sched. 3)	
Marketable Securities Due from Officers and directors See Schedule Attached Officers Due from Officers and directors Securities Cap TOTAL 8 SCHEDULE 3. CAPITAL No. Class 1,000 Common Shares Outstanding 8 1,000 00 Shares Outstanding 8 0the Shares Outstanding 8 1,000 0the Shares	tal and Surplus: Sharee Outstanding (Sched. 3)	
Due from Officers and directors \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	tal and Surplus: Sharee Outstanding (Sched. 3)	
directors ferred Charges: Prepaid expenses Organization expenses TOTAL 8 TOTAL 8 SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding 8 1,000,00 Pare Shares Outstanding 8 Others Outstanding 9 Others Outstanding	tal and Surplus: Sharee Outstanding (Sched. 3)	
Ferred Charges: Prepaid expenses Organization expenses TOTAL 8 SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding 8 1,000.00 Rev. Shares Outstanding 8 Other Shares Outstanding 8 TOTAL 8 1,000.00	Shares Outstanding (Sched. 3)	
Prepaid expenses Organization expenses TOTAL 8 TOTAL 8 SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding 8 1,000.00 Paid Shares Outstanding 8 Other Shares Outstanding 8 TOTAL 8 1,000.00 ATE OF New York	Shares Outstanding (Sched. 3)	
Prepaid expenses Organization expenses TOTAL 8 TOTAL 8 SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding 8 1,000.00 Paid Shares Outstanding 8 Other Shares Outstanding 8 TOTAL 8 1,000.00 ATE OF New York	Shares Outstanding (Sched. 3)	
Organization expenses TOTAL 8 SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding 8 1,000.00 Rev. Shares Outstanding 8 Others Shares Outstanding 8 Common Shares Outstanding 9 Common Shares	Shares Outstanding (Sched. 3)	
TOTAL 8 SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding 8.1,000.00 Rev. Shares Outstanding 8. Other Shares Outstanding 8. Other TOTAL 8.1,000.00		8
SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding \$ 1,000.00 Shares Outstanding \$ Shares Outstanding \$ TOTAL \$ 1,000.00 ATE OF New York	Surplus /Sched, 4)	\$
SCHEDULE 3. CAPITAL Class 1,000 Common Shares Outstanding \$ 1,000.00 Shares Outstanding \$ Shares Outstanding \$ TOTAL \$ 1,000.00 ATE OF New York		
No. Class 1,000 Common Shares Outstanding \$ 1,000.00 Rev. Shares Outstanding \$		TOTAL \$
Shares Outstanding \$ 1,000,00 Shares Outstanding \$ Other Outstanding \$ Other Outstanding \$ COTAL \$ 1,000,00 Shares Outstanding \$ COTAL \$ 1,000,00	SCHEDULE 4. SURP	rus
Shares Outstanding \$ Other Shares Outstanding \$ Ears TOTAL \$ 1,000.00	in Surplus	3,311,6
Shares Outstanding \$ TOTAL \$ 1,000.00	lustion of assets	
TOTAL \$1,000.00	compital surplus	E/8
ATE OF New York	rd surplus (or deficit)	65 27,556,8
	- L. 10	TOTAL 30,868,4
TICH TOTA	From the Contract of	ING -
	incon.	(c)
We. Dana W. Hayward, Assistant Secretary	Robert F White I	-25X =
restly of the above-named corporation, do solernly swear that the foregoing and belief, and have caused same to be prepared and delivered to the Arizhed and swear to be a solernly swear that the foregoing and belief and aways to be a solernly than the first that the foregoing the first than	is a true, complete and correct district	A. ASST. Treasur
and move caused same to be prepared and delivered to the Ariz	na Corporation Commission.	so-on reas ment of only know
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Commission expires Confidential III New York Cost 1967	12 (AC. P	Asst. Treasure
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ARIZONA CORPORATION COMMISSION, CAPIT	al under phoenix arizona L'annex, phoenix arizona	EPORT TO
FOR OFFICE USE ONLY DO NO	PILL IN THIS POY	FB.8 \$35.0
led to the office of the Arizona Corneration Commission, Taxana antique tail.	10-11	28 .11
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Filed by	address in Same	
FREED) _	address in Same	7

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FAIRBANKS MORSE INC COMPARATIVE BALANCE SHEET DECEMBER 31, 1965

	December 31, 1964	December 31,
ASSETS Cash Notes and accounts receivable (net) Inventories Investments	\$ 839,505 18,969,896 26,907,432 7,680,463	\$ 894,639 18,017,307 28,369,523 8,187,451
Buildings & other depreciable property (net) Land Other assets	18,227,276 510,985 589,125	17,986,384 504,485 621,242
	\$ 73,724,682	\$ 74,581,031
LIABILITIES AND CAPITAL Accounts payable	\$ 14,030,484	\$ 16,976,394
Notes payable & current maturities of long-term debt Accrued expenses Reserve for plant consolidation, rehabilitation, etc. Debenture bonds payable	3,902,33 ⁴ 5,422,387	3,742,668 5,846,562
	1,319,879 17,723,000	701,929 16,444,000
Capital Stock: Common Capital surplus Earned surplus	1,000 3,311,656 28,013,942	1,000 3,211,656 1,567,022
Eguen sarbias	\$ 73,724,682	APR 18 1965 COM
		APR 18 SOM. ARIZUMA CORP. COM. INCORPORATING DIV.

OFFICERS AND DIRECTORS

George A. Strichman William D. Ford

David I. Margolis James T. Devaney Donald E. O'Keefe William S. Schwab Dana W. Hayward

Robert E. Whiteley

James T. Devaney William D. Ford George A. Strichman President Vice President and Secretary Treasurer Assistant Secretary Assistant Secretary Assistant Secretary Assistant Treasurer

Assistant Secretary and Assistant Secretary and Assistant Treasurer

1290 Avenue of the Amer 1290 Avenue of the Amer

1290 Avenue of the Amer

1290 Avenue of the Amer 1290 Avenue of the Amer One North LaSalle Street

1290 Avenue of the Amer

1290 Avenue of the Amer

Director Director Director

1290 Avenue of the Ameri 1290 Avenue of the Amer! 1290 Avenue of the Amer:

OFFICERS AND DIRECTORS

chman	President	1290 Avenue of the Americas, New York, New York 10019
ď	Vice President and	1000 Arrays of the Amendage New York New York 10010
	Secretary	1290 Avenue of the Americas, New York, New York 10019
2	Treasurer	1290 Avenue of the Americas, New York, New York 10019
1	Assistant Secretary	1290 Avenue of the Americas, New York, New York 10019
e	Assistant Secretary	1290 Avenue of the Americas, New York, New York 10019
wab	Assistant Secretary	One North LaSalle Street, Chicago 2, Illinois
ď	Assistant Secretary and	
	Assistant Treasurer	1290 Avenue of the Americas, New York, New York 10019
eley	Assistant Secretary and	*
	Assistant Treasurer	1290 Avenue of the Americas, New York, New York 10019
≥ у	Director	1290 Avenue of the Americas, New York, New York 10019
h	Director	1290 Avenue of the Americas, New York, New York 10019
hman	Director	1290 Avenue of the Americas, New York, New York 10019

NUAL REPORT for fiece			
AME OF CORPORATION	1390 Ave, of the Americ	es, New York, N.Y. 10019	CITY- STATE
DRESS.	NAME	STREET	CIII-BIAI
FICERS			A STATE OF THE PARTY OF THE PAR
e-Pres.	SEE SCHEDULE	ATTACHED.	
retary	SEE SCHEDO		
easurer		Abox Sup attach separate sheet)	
	BOARD OF DIRECTORS (II	more than five attach separate sheet)	
	SEE SCHEDUL	- CUED	
		EATTACHED	
	SEE SOILE		
	FINANCI	AL STATEMENT LIABIL	17156
	ASSETS	Current Liabilities:	,11160
urrent Assats:		Notes Payable	8
Cash on Hand		Accts. Payable (trade)	\$
Demand Deposits	\$	Accrued Labilities	
Inventories (_) \$	Taxes and interest	\$
basis		Other Current Liabilities:	\$
Acrts. Rec. (trade) net	8.	Other Current Lindinger	8
Notes Rec. (trade) Other current assets:		Instalments due (in 1 yr.)	<u> </u>
Offich contain sensor.		Due Officers and Directors	8
		Dag Office on 2	
		Long Term Debta.	\$
Fixed Assets	\$		
ntangible Assets:	SEE SCHED	ULE ATTACHED	.
Goodwill	SEE SCHED		
Other Assets:		Other Liabilities:	
Marketable Securities			
Due from Officers and			
directors	\$		
		Capital and Surplus:	•
Deferred Charges:	_	Shares Outstanding (Sched	. 3)
Prepaid expenses		Surplus (Schod. 4)	
Organization expense			TOTAL 8
	TOTAL &		- amerik
THE PARTY OF THE P	EDULE 3. CAPITAL	II .	E 4. SURPLUS 3,409,72
Ot		Paid in Surplus	
No. Clar	Shares Outstanding \$OO	Other capital surplus	2.0
	Shares Outstanding \$	Earned surplus (or delight)	27,956,2
	Shares Outstanding 8.	Earned surprise	TOTAL \$ 31,365,9
(V=10.40)	TOTAL \$ 1,00	1/0 1/3	n 1
STATE OF New	York	L 1000 185	(8) (8)
31712 01	York	Ju Rini	Court
COOMITIO		D. E. O'K	ee'e Asst. Secretary
R. E. Wh	iteley, Asst. Treasurer amed corporation, do solemnly swear th caused same to be prepared and deliver	at the foregoing is a true, complete and car	port of comment to the blue of the
Secretary, of the above-ne	arned corporation, do solemnly swear to caused same to be prepared and deliver	red to the Arison Corporation	Asst. Treasurer
		1967	Korle Asst. Secret
Subscribed and aworn to	Commission Elpies March 30, 1969	ELLIOT SEIDMAN	Wan - Sector
My commission e sires	1101	1-3586935 Outens County	CORPORATE SE
NOTARY SEAL	Pin mail		AND SEND REPORT TO FEE SEL
IF POSSIBLE	PLEASE USE TYPEWRITER TO PROPERTION COMM	IL REPORT. MAKE CHECKS PAYABLE ISSION, CAPITOL ANNEX, PHOENIX,	5 1
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	Commission Commission In	corporation Division (
Filed in the office of	he Arisona Cosporation Commission, In	whose address in /// Aut	1. Hell
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OFFICERS AND DIRECTORS

NAME	TITLE
George A. Strichman	President & Director
William D. Ford	Vice President &
David I. Margolis	Secretary & Director Vice President &
Kenneth A. Wulff	Treasurer Controller
James T. Devaney	Assistant Secretary
Donald E. O'Keefe	& Director Assistant Secretary
William S. Schwab	Assistant Secretary
Dana W. Hayward	Assistant Secretary

Robert E. Whiteley

& Assistant Treasurer

& Assistant Treasurer

Assistant Secretary

RESIDENCE ADDRESS

16 Sutton Place, New York, N. Y. 30 Sutton Place, New York, N. Y. 350 E. 69th St., New York, N. Y. 17 Windsor Rd., Summit, N. J. 7 Ann Street, Verona, N. J. 468 North Fulton Ave. Mt. Vernon, N. Y. 365 Iris, Highland Park, Ill 5 Cambridge Court, Larchmont, N. Y. 5 Deerfield Lane So., Pleasantville, N Y.

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OFFICERS AND DIRECTORS

ITLE

ent & Director

resident & :ary & Director President & :urer :>ller

tant Secretary rector tant Secretary

ecretary

tant Secretary istant Treasurer tant Secretary istant Treasurer

RESIDENCE ADDRESS

16 Sutton Place, New York, N. Y. 30 Sutton Place, New York, N. Y. 350 E. 69th St., New York, N. Y. 17 Windsor Rd., Summit, N. J. 7 Ann Street, Verona, N. J. 468 North Fulton Ave. Mt. Vernon, N. Y. 365 Iris, Highland Park, Ill 5 Cambridge Court, Larchmont, N. Y. 5 Deerfield Lane So., Pleasantville, N Y.

BUSINESS ADDRESS

1290 Avenue of the Americas New York, New York 10019 1290 Avenue of the Americas New York, New York 10019 1290 Avenue of the Americas New York, New York 10019 1290 Avenue of the Americas New York, New York 10019 1290 Avenue of the Americas New York, New York 10019 1290 Avenue of the Americas New York, New York 10019 1 North La Salle Street Chicago, Illinois 1290 Avenue of the Americas New York, New York 10019 1290 Avenue of the Americas New York, New York 10019



COMPARATIVE BALANCE SHEET

DECEMBER 31, 1966

ASSETS	December 31, 1965	December 31, 1966
Cash Notes and accounts receivable (net) Inventories Investments Buildings & other depreciable property (net) Land Other assets	\$ 294,639 18,017,307 28,369,523 8,187,451 17,993,383 497,486 621,242	\$ 1,174,141 20,458,987 31,367,019 8,803,651 17,985,088 369,632 618,111
	\$ 74,581,031	\$ 80,776,629
LIABILITIES AND CAPITAL		
Accounts payable	\$ 16,976,394	\$ 22,677,164
Notes payable & current maturities of long-term debt Accrued expenses	3,742,668 5,846,562	10,416,868 7,357,810
Reserve for plant consolidation, rehabilitation, etc. Debenture bonds payable	701,929 16,444,000	887,854 8 ,0 70,000
Capital Stock: Common Capital surplus Earned surplus	1,000 3,311,656 27,556,822	1,000 3,409,729 27,956,204
	\$ 74,581,031	\$ 80,776,629

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

INUAL RE	EPORT for fiscal year CORPORATION	FAIRBANKS MORSE	INC	k 10019
ODRESS_	12 10 /	Avenue of the Americas	, New York City, New Yor	CITY- STATE
FFICERS		NAME	STREET	
esident				And the second s
ce-Pres.		- Selection	JIE ATTACHED	
cretary				
reasurer		and a support of	If more than five attach separate she	cet)
		BOARD OF DIRECTORS	II diox com	
	1			
		A CONTRACTOR OF THE CONTRACTOR	E ATTACHED	
		SEE SCHEDUL	E ATTACHED	
		DINANC	IAL STATEMENT	
			*1	LIABILITIES
		SETS	Current Liabilities:	\$
Current Asset			Notes Payable	
	on Hand nd Deposits	\$\$	Accts. Payable (trade) Accrued Liabilities	
			Taxes and interest	\$
• • •	tories ()		ll l	
Accts.	Rec. (trade) net	\$	Other Current Liabilities:	
Notes	Rec. (trade)	3	Dividenda declared	3
Other	current assets:		Instalments due (in 1	yr.) *
			Due Officers and Dire	\$\$
				\$
			Long Term Debta.	
Fixed Asset		-	Reserves:	_
Intangible A		•		
Goody	will			
			ATTERCHED	
		SEE SC.	Other Liabilities:	
Other Asset	its:	SK SC	RIED CONTROL OF THE PARTY OF TH	8
	ketable Securities from Officers and	SEL		
	girectors	<u> </u>		
a)!!erm:=		Capital and Surplus:	
Deferred C	Charges:		Shares Outstanding	(Sched. 3) \$
	aid expenses	\$	Surplus (Sched. 4)	
	nization expenses	\$	Suipie (<u> </u>
				TOTAL \$
		TOTAL &	sci sci	HEDULE 4. SURPLUS
		LE 3. CAPITAL	Paid in Surplus	\$
No.). Class	Shares Outstanding \$_1,000	Revaluation of casets	8
100	OO COMMON	Shares Outstanding \$		29,649,66
			Earned surplus (or defic	TOTAL \$33,059,39
w.n.		TOTAL \$ 1,000).00 <u> </u>	
	New	York		Company of the Compan
STATE	OF			
COUNT	Y OF		D D	O'Keefe, Asst. Secretary
	p r Whitelev	. Asst. Treasurer	Property, and its foregoing is a true, complete	O'Keefe, Asst. Secretary and correct statement to the best of our know my histor. Asst. Passing Asst. Passing
We.	y, of the above-named	corporation, do solemnly swear to be prepared and deli-	vered to the Arizona Cosporation	Treasu
	belief, and have caus	ed sente to be prepared and	168	ASST.
edge and	ed and sworn to belon	e me this 2 day of April	-, 10- 0.1 d	PO'Kelly Asst. Secrets
edge and		ELLIC	Stor of New York	
Subscribe	MISSION CAPPICELY	/\ \/\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	IC. W. Cheene LOUIS	CORPORATE SE
Subscribe My com	500	Cimpature 1:0. 1.1.7300	4 1, 10 1 (1)	YABLE AND SEND REPORT TO FEE \$25
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OFFICERS AND TRECTORS

	-		- 3
NAME	TITLE	RESIDENCE ADDRESS	200
NAME George A. Strichman	President & Director	16 Sutton Place New York, New York	1290 New
George W. Street	_ 84	30 Sutton Place	1290
William D. Ford	Vice President & Secretary & Director	New York, New York	New
David I. Margolis	Vice President & Treasurer	350 E. 69th Street New York, New York	1290 New 1
Kenneth A Wulff	Controller	17 Windsor Road Summit, New Jersey	1290 New 1
James T. Devaney	Assistant Secretary & Director	7 Ann Street Verona, New Jersey	1290 New 1
Donald E. O'Keefe	Assistant Secretary	468 North Fulton Ave. Mt. Vernon, New York	1290 New Y
William S Schwab	Assistant Secretary	365 Iris Highland Park, Ill.	l Nor Chice
Dana W Hayward	Assistant Secretary & Assistant Treasurer	5 Cambridge Court Larchmont, New York	1290 New Y
Robert E. Whiteley	Assistant Secretary & Assistant Treasurer	5 Deerfield Lane So. Pleasantville, N. Y.	1290 New 1

OFFICERS AND DIRECTORS

TITLE

President & Director

Vice President & Secretary & Director

Vice President & Treasurer

Controller

Assistant Secretary & Director

Assistant Secretary

Assistant Secretary

Assistant Secretary & Assistant Treasurer

Assistant Secretary & Assistant Treasurer

RESIDENCE ADDRESS

16 Sutton Place New York, New York

30 Sutton Place New York, New York

350 E. 69th Street New York, New York

17 Windsor Road Summit, New Jersey

7 Ann Street Verona, New Jersey

468 North Fulton Ave. Mt. Vernon, New York

365 Tris Highland Park, Ill.

5 Cembridge Court Larchmont, New York

5 Deerfield Lane So. pleasantville, N. Y.

BUSINESS ADDRESS

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1 North La Salle Street Chicago, Illinois

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

COMPARATIVE BALANCE SHEET

DECEMBER 31, 1967

	December 31,	December 31, 1967
Cash Notes and accounts receivable (net) Inventories Investments Buildings and other depreciable property (net) Land Other assets	\$ 1,174,141 20,458,907 31,367,019 8,803,651 17,985,088 369,632 618,111 \$80,776,629	\$2,508,779 92,821,748 33,755,923 9,281,946 20,613,489 369,632 689,671 \$90,041,188
Accounts payable Notes payable and current maturities of long-term debt Accrued expenses Debenture bonds payable Capital Stock: Common Capital surplus Earned surplus	\$22,677,164 10,416,858 8,245,664 8,070,000 1,000 3,409,729 27,956,204 \$80,776,629	881. DO 004

NNUAL REPORT for fiscal	year ending <u>December 3</u>	19.68	
AME OF CORPORATION	Fairhanks Morse nue of the Americas New	York N.Y. 10019	
DDIG:00		STREET	CITY- STATE
FFICERS	NAME		
esident 🐩			
ce-Pres.	See Schedule A	ttached	
cretary			
reasurer 1910easy	POARD OF DIRECTORS	(If more than five attach separate sheet)
	BOARD OF BIRDETON		
		trached	
	See Schedule A	ALEBETTA	
<u> </u>	FINAN	CIAL STATEMENT	
	ASSETS	11	ABILITIES
urrent Assets:		Current Liabilities:	<u> </u>
Cash on Hand	\$	Notes Payable	
Demand Deposits	\$ 8	Accrued Liabilities	8
Inventories () \$	Taxes and interest	
banis	•	(0)	11/1/2
Accts. Rec. (trade) net	9	Other Current Liabilities	
Notes Rec. (trade)		Dividends declared	88 101
Other current assets:	\$	Instairments due (%)	The state of the s
		Due Officerund Direct	TA CAP
			588 E
		Long Term Debta	200
Fixed Assets		Reserves:	
ntangible Assets:			7.119
Goodwill	See	Schedule Attached	
A	 	Other Liabilities:	
Other Assets: Marketable Securities		002.	
Due from Officers and	•		
directors	\$ \$		
		Capital and Surplus:	
Deferred Charges		Shares Outstanding (Sc	had 3) \$
Prepaid expenses	\$	0	\$
Organization expenses	\$	Surplus (Sched. 4)	المالة المالة
			DOTAL 8
	TOTAL \$	ecuti	MILE 4. ASSES US
	ULE 3. CAPITAL		1. COLIDED 1 9 3 403 1
No. Class	Shares Outstanding \$ 1,000	0.00 Revaluation of assets	ARIZON 30 to
1.000 Common	Shares Outstanding 8	Other capital surplus	INCORPORA CORP (960) 27,540,1
	Shares Gutstanding \$	Earned surplus (or deficit)	ARIZONA CORP 1969 INCORPORATIONAL 27,540,1
	Shares Outstanding \$ TOTAL \$ 1,000	0,00	A OIL MAIOLAGE
			B
STATE OF New York		- } as .	- 17.TI.
COUNTY OF New York	ζ	_J	
+0.11.	Acet Trescurer	President, and Daps W.	Hayward Asst Secretary
We R E WOLLELL	d corporation, do soleranly swear	that the foregoing is a true, complete and	intion. Asst. Trea
edge and belief, and have can	med same to be prepared and deliv	President, and Dane W. that the foregoing to a true, complete and vered to the Arizona Corporation Compa	e low
Cubicathad and amount to Nath	Carrie of the Charles of the Control	. 1969	ASSL.
	No. 60 3084485 Men is Westcheeter County	19 / ////	Secret
My commission expires Out	the their in few for somity the		CORPORATE SE
NOTARY SEALComm	STATE ON CHAIN TO TANK A		
	CASE USE TYPEWRITER TO F	TILL REPORT. MAKE CHECKS PAYAD MISSION, CAPITOL ANNEX, PHOENI	LE AND SEND REPORT TO FEE \$25
IF POSSIBLE, P	ARIZONA CORPORATION COM	TILL REPORT. MAKE CHECKS FACENIES MISSION, CAPITOL ANNEX, PHOENIE MISSION, CAPITOL ANNEX, PHOENIE	
	FOR OFFICE USE	ONTA DO MOL LITT IN 1812 201	1-5-69 19_
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At request of	Industries	De Ro	eger, ny, ny
		Filed by	0

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COMPARATIVE BALANCE SHEET

DECEMBER 31, 1968

	December 31, 1967	December 31, 1968
Cash Notes and accounts receivable (net) Inventories Investments Buildings and other depreciable property (net) Land Other assets	\$ 2,508,779 22,821,748 33,755,923 9,281,946 20,613,489 369,632 689,671 \$90,041,188	\$ 1,585,987 23,487,749 33,827,343 9,746,329 24,115,710 361,631 430,779 \$93,555,528
Accounts payable Notes payable and current maturities of long-term debt Accrued expenses Debenture bonds payable apital Stock: Common Capital Surplus Earned surplus	\$40,854,550 2,356,868 9,085,377 4,684,000 1,000 3,409,729 29,649,664 \$90,041,188	\$47,827,194 2,356,868 9,643,539 2,777,000 1,000 3,409,729 27,540,198 \$93,555,528

OFFICERS AND DIRECTORS

BUSINESS

	TITLE .	RESIDENCE ADDRESS	BOOTKEST
NAME George A. Strichman	President & Director	16 Sutton Place New York, New York	1290 Avenue of New York, New
William D. Ford	Vice President & Secretary & Director	30 Sutton Place New York, New York	1290 Avenue of New York, New
David I. Margolis	Vice President &	30 E. 72nd Street New York, New York	1290 Avenue of New York, New
Kenneth A. Wulff	Controller and Vice President	17 Windsor Road Summit, New Jersey	1290 Avenue of New York, New
James T. Devaney	Assistant Secretary & Director	4 Whitney Terrace Verona, New Jersey	1290 Avenue of New York, New
Lonald E. O'Keefe	Assistant Secretary	468 North Fulton Ave. Mt. Vernon, New York	1290 Avenue of New York, New
William S. Schwab	Assistant Secretary ·	365 Iris Highland Park, Ill.	l North La Sa Chicago, Illi
Dara W. Hayward	Assistant Secretary & Assistant Treasurer	5 Cambridge Court Lerchmont, New York	1290 Avenue c New York, New
Robert E. Whiteley	1 Granatame	5 Deerfield Lane So.	New York, New
	ASSISTANT III	ACTUAL TO THE PARTY OF THE PART	
(60)	APR 17 19R9	double to the state of the stat	
6/68 - AR	IZONA CORP. COM. VCORPORATING DIV.	ELLE	*
	STITE (E)		

OFFICERS AND DIRECTORS

TITLE

President & Director

Vice President & Secretary & Director

Vice President & Treasurer

Controller and Vice President

Assistant Secretary & Director

Assistant Secretary

Assistant Secretary

Assistant Secretary & Assistant Treasurer RESIDENCE ADDRESS

16 Sutton Place New York, New York

30 Sutton Place New York, New York

30 E. 72nd Street. New York, New York

17 Windsor Road Summit, New Jersey

4 Whitney Terreco Verona, New Jersey

468 North Fulton Ave. Mt. Vernon, New York

365 Iris Highland Park, Ill.

5 Cambridge Court Larchmont, New York

5 Deerfield Lane So. Pleasantville, N.Y.

BUSINESS ADDRESS

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1290 Avenue of the Americas New York, New York 10019

1 North La Salle Street Chicago, Illinois

1290 Avenue of the Americas New York, New York 10019

1296 Avenue of the Americas New York, New York 10019





ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

AME OF CORPORA	r fincal year ending TION Fairbanks		v 10000	
DDRESS	430 Park Avenue,	New York, N.		CITY- STATE
FICERS	NAME		STREET	CILLAINIE
rsident			1	
re-Pres.		Schedule	Attached	. 400 11 10 11 11 11 11 11 11 11 11 11 11 1
cretary				
ensurer				
	BOARD OF 1	DIRECTORS (If m	ore than five attach separate sheet)	
		Schedule	Attached	
·		CORD A DICEAR	STATEMENT	
	ASSETS	FINANCIAL	1 LIADIL	TIES
rrent Assets:	ASSETS		Current Liabilities:	
Cash on Hand		-	Notes Payable	
Demand Deposits		. 8	Accts. Payable (trade)	
Inventories ()	_ L	Accrued Liabilities	
Inventories (ne io		Taxes and interest	
Accts. Rec. (trade) net	L	Other Current Liabilities:	
Notes Hec. (trade		-	Dividends declared	\$
Other current ease	eta:		Instalments due (in 1 yr.)	8
			Due Officers and Directors	\$
		_		\$
			Long Term Debts.	8
ixed Assets		*	Reserves:	
tangible Assets:			The state of the s	• 2
Goodwill	\$	- Sched	ule Attached	
		_		NEW COLUMN
			\$79.55.7T	
ther Assets:			Other Liabilities:	1.
Marketable Secui	rities \$		N.	A
Due from Officen	s and			
directors	\$	_	<u> </u>	\$
		_	Capital and Surplus:	
elerred Charges:			Shares Outstanding (Schod. 3	
Prepaid expenses		F.	Surplus (Sched. 4)	
Organization exp	renaes \$		Surpres (consec. 1)	<u> </u>
	\$		C1.0	TOTAL 8
		AL &	1 SCHOOLS	23,409,
	SCHEDULE 3. CAPITAL		Paid in Surplus	
	Class mmon Shares Outstan	1,000.00	Reveluation of months 400	
	Shares Outstan	aring variation	Other capital sugar	10,298,
	Charles Cartatan	dina 8	Revuluation of section 1/2 Other capital surplus or details	3 13,111,
	TOT	1,000,0		TOTAL 13,111,
TATE OF New		γ γ	17 47	
		100 .	XX.	10 m
COUNTY OF . New	YOUK		11310	Assistant P
		istant Treasw	CET, PRICES NO. W. HASAND	enterment to the heat of our key
We, of the show	e-named corporation, do so	ennly swear that th	rer. Places Nichard W. Tables foregoing is a true, complete and correct on the Arizona Compression Commission.	Treasu,
dge and belief, and h	ave caused same to be prep	ared and delivered to		Asst./ Asst./
Subscribed and sworn		April 19	70 2000	
		. 19		Asst. Second
My commission expir		BI .	PRAPICAS N., NOSA Papil Public. State of New York	
NOTARY SEAL	Trances Elli	Am x	_ NO 50-330-400	CORPORATE S
	The state of the s	ALTER TO FILL	TANK AND THE PROPERTY AND	D SEND REPORT TO -FEE 42
IF POSSI			Salah Caran Baran Baran Baran	
	508	DEFICE USE ONLY	- BO NOT PILL IN THIS BOX	6-96 10.9
	and a first Commention	Commission, Incomm	relion Livision	american new take no
Filed in the office	of the Arisona Corporation	0	whose address in /2 90 Que . 6	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1

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COMFARATIVE BALANCE SHEET DECEMBER 31, 1969

	December 31, 1968	December 31, 1969
Cash Notes and accounts receivable (n35) Inventories Investments Buildings and other depreciable property (net) Land Other assets TOTAL ASSETS	\$ 1,585,987 23,487,749 33,827,343 9,746,329 24,115,710 361,631 430,779 \$93,555,528	\$ 983,148 24,523,162 37,161,000 10,004,845 25,014,229 359,159 1,399,431 \$99,444,974
Accounts payable Notes payable and current maturities of long-term debt Accrued expenses Debenture bonds payable Non-current liabilities Capital stock: Common Capital surplus Earned surplus TOTAL LIABILITIES AND CAPITAL	\$47,827,194 2,356,868 9,643,539 2,777,000	\$42,146,441 2,356,868 15,454,126 2,375,000 24,000,000 1,000 23,409,729 (10,298,190) \$99,444,974 ========



430 Park Avenue New York, N. Y. 10022 (212) 980-3500

Date of Annual Meeting Third Wednesday in April

Place and Date Incorporated Delaware April 28, 1964

Residence Address (and Business Address if different from above) City, State and Zip Code

Title and Name

Chairman of the Board

1404 Flagler Drive

Mamaroneck, N. Y. 10543

George A. Strichman

Pittsburgh, Pa. 15241

Director James T. Devaney 1683 Swanson Lane P.O. Box 988 - Campbells Run Road and Parkway West Martindale North

Pittsburgh, Pa. 15230 Greenwich, Ct. 06830 New York, N. Y.

Anthony diBuono William D. Ford 30 Sutton Place

New York, N. Y.

President David I. Margolis 30 East 72nd Street

Washington, D. C. Washington, D. C. 20006 Pittsburgh, Pa.

Vice President Blair Bolles 4831 Linnean Avenue 1700 Pennsylvania Avenue, N. W. 126 Boxfield Drive, Upper St. Clair P.O. Box 988 - Campbells Run Road and Parkway West

Pittsburgh, Pa. 15230

Milton C. Zilis

Vice President, Controller

17 Windsor Road

Summit, N. J.

Kenneth A. Wulff Vice President and

and Treasurer

Secretary William D. Ford

30 Sutton Place

New York, N. Y.

Assistant Secretary

James T. Devaney

Anthony diBuono

Donald E. O'Keefe

William S. Schwab

1683 Swanson Lane P.O. Box 988 - Campbells Run Road and Parkway West

Martindale North 468 North Fulton Avenue 365 Iris Street 1 North La Salle Street Pittsburgh, Pa. 15241

Pittsburgh, Pa. 15230 Greenwich, Ct. 06830 Mount Vernon, N. Y. Highland Park, Il. Chicago, Il.

Assistant Secretary and Assistant Treasurer

Dana W. Hayward Robert E. Whiteley 5 Cambridge Court

5 Deerfield Land South

Larchmont, N. Y. Pleasantville, N. Y.

Assistant Treasurer Julius Levinson

81 Prospect Avenue

Cedarhurst, N. Y.

STOCK

Authorized: 10,000 Shares common stock, \$

Issued:

(

1,000 Shares common stock, \$1.00 pard

4/9/70reh

- (ne 110

ARIZONA CORPORATION COMMISSION INCORPORATION DIVISION

FILING FEE \$25.00

Cap -	Ilifortrase		
	PORT for fiscal year ending December 31,	19_70	4
INUAL RE	PURI IN HOLDEN TO THE PARKE MOTE INC		
ME OF C	ORPORATION Fall Came of the York, New York 10	3022	CITY-STATE
JUNES	NAME	STREET	
FICERS			
esident			
ce-Pres.	SCHEDULE ATTACHED		
cretary		- took	
reasurer	BOARD OF DIRECTORS (II	more than five artch separate sheet)	
	A COMPA COURT		
	SCHEDULE ATTACHED		
	FINANCL	AL STATEMENT	
	ASSETS		
urrent Ass	• • • • • • • • • • • • • • • • • • •	Current Liabilities: Notes Payable	\$
	on Hand	Accts. Paytible (trade)	\$
	nd Deposits	Accrued Liabilities	\$
	turies () \$	Taxes and interest	
	basis	_ "	8
	Rec. (trade) net	Other Current Currentses.	
Notes	Rec. (trade)	Dividends declared Instalments due (in 1 yr.)	
Othe	current assets:	Due Officers and Directors	
		Due Othicers and Discours	
		Dalva	.
		Long Term Debts.	
Fixed Asse		Reserves:	
Intangible Good			
Gui	,wid		
		Other Liabilities:	
Other Ass	ketable Securities		
Dise	from Officers and		\$
	directors		V
		Capital and Surplus:	•
Deferred (Charges:	Shares Outstanding (Sched. 3)	-
Pre	paid expenses	Surplus (Sched, 4)	
Org	anization expenses		TOTAL
	TOTAL \$		
		SCHEDULE 4, ST	23 hho hoh
	SCHEDULE & CAPITAL	Paid in Surplus	0
No	Common Shares Outstanding \$ 1,000	OO. Revaluation of assets	S. S. S. S. S.
1,000	Shares Outstanding \$		(10,208,140)
	Shares Outstanding \$	Earned surplus (or deficit)	TOTAL \$ 13.232.354
	TOTAL \$ 1,000	1.00 I	16083-25-1
=====	WELL WORK	20055 CA	101AL (183-15")
STATE	J1	41 ,	A made
COUNTY	OF NEW LUGA	rems President and D. W. Hayward	Asst.
157-	Pohert F Whiteley	at the foresping is a true, complete and correct str	stement to the best of our killow
Secretar	Robert E. Whiteley y, of the above named corporation, do solemnly swear that do belief, and have caused same to be prepared and delivery. April 1	ered to the Arizona Corporation Commission.	ASST TAKASURA
ledge at	ad belief, and have caused same to be proposed a	1871 / (El) lues	ASSI SECY
Subscrib	and sworn to before me this 7 my of	- Lane MM long an	ASST. Secretary
Mr. ann	nmission expires / Water	PUBLIC. State of Name Yell	- 483
	Manay WI - Now	No. 50-3394449	CORPORATE SEAL
NOTAR	Y SEAL Signature	He Hotelester Carry Parecks PAYABLE AND	SEND REPORT TO -
=	TE POSSIBLE PLEASE USE TYPEWRITER THE	THINK CAPITAL ANNEX, PHOENIX, ARIZO	NA FEE SEA

COMPARATIVE BALANCE SHEETS

000		
	January 1, 1970	December 51,
Cash Notes and accounts receivable (net) Inventories Investments Buildings and other depreciable property (net) Land Other assets TOTAL ASSETS	\$ 993,148 24,549,476 37,235,830 10,090,948 25,014,229 359,159 1,280,750 \$99,513,540	\$ 778,814 20,901,326 34,187,383 10,802,985 23,381,071 359,159 1,236,055 \$91,646,793
Accounts payable Notes payable and current maturities of long-term debt Accrued expenses Debenture bonds payable Non-current liabilities Capital stock: Common Capital surplus Earned surplus (deficit) TOTAL LIABILITIES AND CAPITAL	\$42,226,513 2,356,868 15,454,945 2,375,000 24,000,000 1,000 23,409,725 (10,310,51) \$99,513,54	1,000 23,440,494 (10,208,140) 5) (91,646,793

Fairbanks Morse Inc

(f/k/a FCO Corporation:

(f/k/a Fairbanks Morse & Co., Inc.)

FEI #: 13-2502257

c/o Colt Industries Inc 1430 Park Avenue New York (New York), New York 10022 (212) 980-3500

Telex #: 12-5897

New York (212) 980-3500
Residence Address (and bishless) Ref.# address if different from above)
RESIDENCE OF CONTROL O
Ref.# address 11
Name
Title and Marth Greenwich, 11 10022
Directors Anthony diBuono (1) Martindale North, Greenwich, C1 (1) Martindale North, Greenwich, C1 (2) 30 Sutton Flace, New York, NY 10022 (3) Sutton Flace, Mamaroneck, NY 10543 (4) Holy Flagler Drive, Mamaroneck, NY 10543
Directors 44 Puono (2) 30 Sutton Place, New Manaroneck, NY 10343
Anthony diBuono (2) 30 Sutton Drive, Mamaroneous,
William D. Ford (3) 1404 Flagrer
coorde A. Sullum
Same as (3)
George A. Strichman (4)
George A. Stranger Vork, NY 10021
20 Past 72nd Story
president vergolis (5) 30 East
married T. Mar South
Same as (2)
vice President and Secretary (6) Same as (2)
Vice Fresh Ford
William D. Ford
Vice President and Treasurer (7) 17 Windsor Road, Summit, NJ 07902 (E)
ranneth A
Vice President and Controller Vice President and Controller (8) 501 Grove St., Upper Montclair, NJ 07032 (E)
Provident and Controlle (8) 501 Grove But
Vice President and Oscillation (8) 501 Salvatore J. Cozzolino (9) 501 Salvatore J. Cozzolino
es and Assistant 5 Cambridge Court, South, Pleasantville,
Aggistant Secretarias (9)
Assistant Jana W. Hayward (10) 5 Deerricht Dana W. Hayward
FODE: 0 1 60635
Same Secretaries (11)
Anthony diBuono Anthony diBuono William S. Schwab William S. Schwab (12) 365 Iris Laho, Schwab & Agran Sckol, Schwab & Agran Mount Vernon, NY 10552 468 North Fulton Ave., Mount Vernon, NY 10552
William S. Schwab Sokol, Schwab St., Chicago, 12 William S. Schwab Sokol, Schwar St., Chicago, 12 North Dearborn St., Mount Vernon, NY 10552
North Fulton Ave.,
(13) 468 NOTO
Donald E. O'Keefe (13)
Donald E. O'Keefe (13) NY 11516 1 restant Treasurer (14) 81 Prospect Ave., Cedarhurst, NY 11516
14) 81 Prospect Avory
Assistant Treasurer (14) 81 Prospect Rvov
Same as (3)
Chief Executive Officer Same as (3)
George A. Strichman
Gen: so

Fairbanks Morse Inc (continued)

Place and Date Incorporated Qualified to do Business In (Places and Dates)

Alabama, May 12, 1964 Alaska, May 11, 1964 Arizona, May 11, 1964 Arkensas, May 11, 1964 California, May 8, 1964 Colorado, May 8, 1964 Connecticut(B), May 8, 1964 Delaware, April 28, 1964 District of

Columbia, June 22, 1964 Florida, May 12, 1964 Georgia, May 8, 1964 Hawaii, July 1, 1964 Idaho, May 11, 1964 Illinois, May 11, 1964 Indiana, May 11, 1964 Iowa, May 11, 1964 Kansas, May 13, 1964

Statutory Agents Date of Annual Meeting Date of Last Annual Meeting Stock Authorized Stock Outstanding Percentage of Ownership Location of Corporation's Books Business Activity

Delaware, April 28, 1964.

Kentucky, May 11, 1964 Louisiana, May 11, 1964 Maine, May 8, 1964 Maryland, May 8, 1964 Massachusetts, May 8, 1964 Michigan, May 14, 1964 Minnesota, May 11, 1964 Mississippi, May 9, Missouri, May 12, 1964 Montana, May 19, 1964 Nebraska, May 11, 1964 Nevada, May 11, 1964 New Hampshire, May 8, 19 New Jersey, May 8, 1964 1964 New Mexico, May 11, 1964 New York(B), May 8, 1964 North Carolina, May 12, 1964 North Dakota, May 11, 1964

Ohio(A), May 8, 1964 Oklahoma, May 12, 1964 Oregon, May 11, 1964 Pennsylvania(A), May 11, 1964 Puerto Rico, June 10, 1964 Rhode Island, May 8, 1964 South Carolina, May 8, 1964 South Dakota, May 11, 1964 Tennessee, May 11, 1964 Texas, May 11, 1964 Utah, May 8, 1964 Vermont, May 11, 1964 Virginia, May 13, 1964 Washington, May 12, 1964 West Virginia, May 11, 1964 Wisconsin, May 12, 1964 Wyoming, May 11, 1964

CIT Corporation System Third Wednesday in April

10,000 Shares common stock, par value \$1.00 per share April 15, 1970 1,000 Shares common stock, par value \$1.00 per share 100% by Colt Industries Inc

430 Park Avenue, New York, NY 10022 Manufacturing and selling industrial equipment.